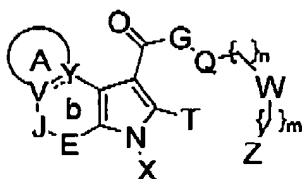


Listing of Claims

This listing of claims will replace all prior versions and listings of claims in the application.

1. (Currently amended) A compound of the formula



or a pharmaceutically acceptable salt thereof wherein:

the b-ring is a ~~5-9~~ 5-8 membered ring;

E represents $(CR^1R^2)_k$, $-CR^1=CR^2-$, wherein

R^1 and R^2 independently represent

hydrogen, C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, mono- or di-(C₁-C₆)alkylamino, C₂-C₆alkenyl, C₂-C₆alkynyl, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, amino(C₁-C₆)alkyl, or mono- or di(C₁-C₆)alkylamino(C₁-C₆)alkyl, or

phenyl, pyridyl, phenyl(C₁-C₆)alkyl, or pyridyl(C₁-C₆)alkyl, where each phenyl or pyridyl is optionally substituted with C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, and mono- or di(C₁-C₆)alkylamino;

k is 0, 1, 2, or 3;

G is oxygen or NH;

J represents $(CR^5R^6)_d$ where

d is 0 or 1; and

R⁵ and R⁶ together form a carbonyl group; or


R^5 and R^6 are independently hydrogen or R^{100} ,

where each R¹⁰⁰ is independently selected from halogen, hydroxy, nitro, cyano, R₁₀, amino, -NH(R₁₀), -N(R₁₀)(R₁₀),

-COOH, -O(R₁₀), -SO₂NH₂, -SO₂NH(R₁₀), -SO₂N(R₁₀)(R₁₀),
 -NHCO(R₁₀), -N(R₁₀)CO(R₁₀), -NHCO₂(R₁₀), -N(R₁₀)CO₂(R₁₀),
 -NHSO₂(R₁₀), -N(R₁₀)SO₂(R₁₀), -SO₂NHCO(R₁₀), -SO₂N(R₁₀)CO(R₁₀),
 -CONHSO₂(R₁₀), -CON(R₁₀)SO₂(R₁₀), -CONH₂, -CONH(R₁₀),
 -CON(R₁₀)(R₁₀), -CO₂(R₁₀), -CO(R₁₀), -SR₁₀, SO(R₁₀), -SO₂(R₁₀),
 aryl having from 1 to 3 rings, and heteroaryl, said
 heteroaryl having from 1 to 3 rings, 5 to 7 ring members in
 each ring, and in at least one of said rings from 1 to
 about 3 heteroatoms selected from nitrogen, oxygen and
 sulfur, and where each aryl and heteroaryl is optionally
 substituted with 1, 2, or 3 groups independently selected
 from C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano,
 nitro, amino, and mono- or di-(C₁-C₆)alkylamino;

each R₁₀ is independently a straight, branched, or cyclic
 alkyl group having up to 8 carbon atoms, contains zero
 or one or more double or triple bonds, and is
 optionally substituted with one or more substituents
 independently selected from hydroxy, oxo, halogen,
 amino, mono- or di-(C₁-C₆)alkylamino, cyano, nitro, C₁-
 C₆alkoxy, -COOH, -SO₂NH₂, -SO₂NH(C₁-C₆alkyl), -SO₂N(C₁-
 C₆alkyl)(C₁-C₆alkyl), -NHCO(C₁-C₆alkyl), -N(C₁-
 C₆alkyl)CO(C₁-C₆alkyl), NHCO₂(C₁-C₆alkyl), -N(C₁-
 C₆alkyl)CO₂(C₁-C₆alkyl), -NHSO₂(C₁-C₆alkyl), -N(C₁-
 C₆alkyl)SO₂(C₁-C₆alkyl), -SO₂N(C₁-C₆alkyl)CO(C₁-C₆alkyl),
 -SO₂NHCO(C₁-C₆alkyl), -CON(C₁-C₆alkyl)SO₂(C₁-C₆alkyl),
 -CONHSO₂(C₁-C₆alkyl), -CONH₂, -CONH(alkyl),
 -CON(alkyl)(alkyl), -CO₂(alkyl), -CO(alkyl), -SO₂(C₁-
 C₆alkyl), and C₃-C₇cycloalkyl;



the group  is the A ring and represents a ~~an~~ optionally
~~substituted~~ saturated, partially unsaturated, or aromatic

heterocyclic 6 membered ring containing ~~at least~~ one nitrogen, ~~oxygen, or sulfur~~ atom,

where the A ring is optionally substituted with up to three groups independently selected from R₁₀₀;

V is carbon, or CH;

Y is carbon or CH;

X is hydrogen, hydroxy, amino, mono- or di(C₁-C₆) alkylamino, C₁-C₆ alkyl, or C₁-C₆ alkoxy;

T is hydrogen, halogen, hydroxy, amino, mono- or di(C₁-C₆) alkylamino, C₁-C₆ alkyl, or C₁-C₆ alkoxy;

Q is a saturated carbocyclic or heterocyclic group, partially unsaturated carbocyclic or heterocyclic group, an aryl group, or heteroaryl group, where each group has from 1 to 3 rings where each ring contains from 3 to 8 ring members, and where each heterocyclic and heteroaryl group contains at least one ring having from 1 to 3 heteroatoms selected from nitrogen, oxygen and sulfur; and

where each carbocyclic, heterocyclic, aryl, or heteroaryl group is optionally substituted with 1, 2, or 3 groups independently selected from C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, oxo, cyano, nitro, amino, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, and mono- or di(C₁-C₆)alkylamino;

W is a bond, oxygen, NH, sulfur, -CH=CH-, -C≡C-, or CR⁷R⁸ where R⁷ and R⁸ are the same or different and represent hydrogen, C₁-C₆ alkyl, halo(C₁-C₆)alkyl, amino(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkyl, or C₁-C₆ alkoxy(C₁-C₆)alkyl, or CR⁷R⁸ represents C₃-C₇ cycloalkyl;

Z is hydrogen, hydroxy, hydroxy(C₁-C₆)alkyl, C₁-C₆ alkoxy, -CO(C₁-C₆)alkyl, C₃-C₇ cycloalkyl, C₃-C₇ cycloalkyl(C₁-C₆)alkyl, C₃-C₇ cycloalkyl(C₁-C₄)alkoxy, amino, mono- or di(C₁-C₆)

alkylamino, or $\text{NR}_{11}\text{COR}_{12}$ where R_{11} and R_{12} are the same or different and represent hydrogen or $\text{C}_1\text{-C}_6$ alkyl, or $\text{NCOR}_{11}\text{R}_{12}$ represents a heterocycloalkanone ring, or

Z is a saturated carbocyclic or heterocyclic group, a partially unsaturated carbocyclic or heterocyclic group, an aryl group, or a heteroaryl group, where each group has from 1 to 3 rings where each saturated ring contains from 3 to 8 ring members and each aromatic or partially unsaturated ring contains from 5-8 ring members, and where each heterocyclic and heteroaryl group contains at least one ring having from 1 to 3 heteroatoms selected from nitrogen, oxygen and sulfur; and

where each carbocyclic, heterocyclic, aryl, and heteroaryl group is optionally substituted with 1, 2, or 3 groups independently selected from $\text{C}_1\text{-C}_6$ alkyl, $\text{C}_1\text{-C}_6$ alkoxy, halogen, hydroxy, cyano, nitro, amino, $\text{C}_1\text{-C}_6$ haloalkyl, $\text{C}_1\text{-C}_6$ haloalkoxy, and mono- or di($\text{C}_1\text{-C}_6$)alkylamino;

~~1/m~~ and ~~1/n~~ independently represent saturated carbon chains optionally substituted with one or more substituents independently selected from halogen, cyano, nitro, amino, mono- or di($\text{C}_1\text{-C}_6$)alkylamino, $\text{C}_2\text{-C}_6$ alkenyl, $\text{C}_2\text{-C}_6$ alkynyl, $\text{C}_1\text{-C}_6$ alkoxy, $\text{C}_1\text{-C}_6$ haloalkyl, $\text{C}_1\text{-C}_6$ haloalkoxy, $\text{C}_1\text{-C}_6$ alkyl, and $\text{C}_3\text{-C}_7$ cycloalkyl;

m is 0, 1, 2, or 3; and

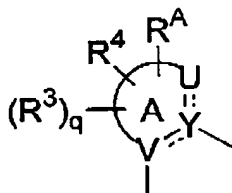
n is 0, 1, 2, or 3.

2. (Currently amended) A compound or salt according to Claim 1, wherein

G is NH ;

E represents $(\text{CR}^1\text{R}^2)_x$;

the A ring represents a group of the formula:



which represents a saturated, partially unsaturated, or aromatic heterocyclic ring selected from ~~thienyl,~~ thiazolyl, ~~pyridyl,~~ and pyridonyl, ~~pyrimidinyl,~~ pyrimidinyl, ~~imidazolyl,~~ pyrazolyl, pyrazinyl, ~~pyridiziny,~~ piperidinyl, ~~oxazolyl,~~ isoxazolyl, ~~triazolyl,~~ pyrrolyl, ~~furanyl,~~ diazenyl, triazenyl, 1, 2, 4-triazolone, 4,5-dihydroimidazolyl, and 1,4,5,6-tetrahydropyrimidinyl, where any amino-hydrogen is optionally replaced by R^A where:

U is nitrogen, or NR^A, ~~S,~~ ~~or~~ O;

V is carbon or CH;

Y is carbon, or CH;

R^A is selected from (C₁-C₆)alkyl, C₁-C₆ haloalkyl, amino(C₁-C₆)alkyl, or mono- or di(C₁-C₆)alkylamino(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkyl, C₁-C₆ alkoxy(C₁-C₆)alkyl, aryl, heteroaryl, aryl(C₁-C₆)alkyl, or heteroaryl(C₁-C₆)alkyl, where each aryl and heteroaryl is optionally substituted with up to 3 groups independently selected from C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, and mono- and di(C₁-C₆)alkylamino;

R³ and R⁴ are substituents on carbon atoms and independently carry the same definitions as R⁵ and R⁶; and

q is 1 or 2;

R⁵ and R⁶ are independently hydrogen or R¹⁰⁰ where each R¹⁰⁰ is independently selected from the group consisting of

halogen, hydroxy, nitro, cyano, (C₁-C₆)alkyl, amino, C₁-C₆ haloalkyl, -COOH, -SO₂NH₂, -NH((C₁-C₆)alkyl₁), -N((C₁-C₆)alkyl₁)((C₁-C₆)alkyl₁), -O((C₁-C₆)alkyl₁), -SO₂N((C₁-C₆)alkyl₁)((C₁-C₆)alkyl₁), -SO₂NH((C₁-C₆)alkyl₁), -NHCO((C₁-C₆)alkyl₁), -N((C₁-C₆)alkyl₁)CO((C₁-C₆)alkyl₁), -NHCO₂((C₁-C₆)alkyl₁), -N((C₁-C₆)alkyl₁)CO₂((C₁-C₆)alkyl₁), -NHCO₂((C₁-C₆)alkyl₁), -N((C₁-C₆)alkyl₁)SO₂((C₁-C₆)alkyl₁), -SO₂NHCO((C₁-C₆)alkyl₁), -CONH₂, -SO₂N((C₁-C₆)alkyl₁)CO((C₁-C₆)alkyl₁), -CO₂((C₁-C₆)alkyl₁), -CONHSO₂((C₁-C₆)alkyl₁), -CON((C₁-C₆)alkyl₁)SO₂((C₁-C₆)alkyl₁), -CONH((C₁-C₆)alkyl₁), -CON((C₁-C₆)alkyl₁)((C₁-C₆)alkyl₁), -CO((C₁-C₆)alkyl₁), and -SO₀₋₂((C₁-C₆)alkyl₁);

wherein each alkyl₁ group is C₁-C₆ alkyl optionally substituted with up to three substituents independently selected from hydroxy, oxo, halogen, amino, mono- or di-(C₁-C₆) alkylamino, cyano, nitro, C₁-C₆alkoxy, -SO₂NH((C₁-C₄)alkyl), -NHCO((C₁-C₄)alkyl), -COOH, -SO₂N((C₁-C₄)alkyl)((C₁-C₄)alkyl), -SO₂NH₂, -CONH₂, -N((C₁-C₄)alkyl)CO((C₁-C₄)alkyl), -NHCO₂((C₁-C₄)alkyl), -N((C₁-C₄)alkyl)CO₂((C₁-C₄)alkyl), -CONH((C₁-C₄)alkyl), -NHCO₂((C₁-C₄)alkyl), -CONHSO₂((C₁-C₄)alkyl), -CO((C₁-C₄)alkyl), -N((C₁-C₄)alkyl)SO₂((C₁-C₄)alkyl), -SO₂NHCO((C₁-C₄)alkyl), -SO₂N((C₁-C₄)alkyl)CO((C₁-C₄)alkyl), -CON((C₁-C₄)alkyl)SO₂((C₁-C₄)alkyl), -CON((C₁-C₄)alkyl)((C₁-C₄)alkyl), -CO₂((C₁-C₄)alkyl), -SO₀₋₂((C₁-C₄)alkyl), and (C₃-C₇)cycloalkyl;

Q is phenyl, naphthyl, quinolinyl, thienyl, pyridyl, pyridonyl, pyrimidinyl, pyrimidinonyl, piperazinyl, pyrazinyl, oxazolyl, isoxazolyl, oxadiazolyl, thiadiazolyl, triazolyl, pyrazolyl, furanyl, diazenyl, triazenyl, or triazolopyrazinyl group, each of which is unsubstituted or



substituted with up to three substituents independently selected from R_1 and R_{11} wherein

R_1 represents hydroxy, cyano, halogen, nitro, amino, mono- or di(C_1 - C_6)alkylamino, (C_2 - C_6)alkenyl, (C_2 - C_6)alkynyl, (C_1 - C_6)alkoxy, C_1 - C_6 haloalkyl, or C_1 - C_6 haloalkoxy; and

R_{11} represents (C_1 - C_6)alkyl which optionally contains 1-2 heteroatoms selected from nitrogen, sulfur and oxygen and is optionally substituted with one or more carbocyclic or heterocyclic groups;

Z is hydrogen, hydroxy, straight or branched chain (C_1 - C_6)alkoxy, (C_3 - C_7)cycloalkyl, (C_3 - C_7)cycloalkyl(C_1 - C_3)alkoxy, amino, mono or di(C_1 - C_6)alkylamino, or $NR_{11}COR_{12}$ where R_{11} and R_{12} are the same or different and represent hydrogen or straight or branched chain (C_1 - C_6)alkyl, or $NR_{11}COR_{12}$ represents a C_3 - C_7 heterocycloalkanone ring, or

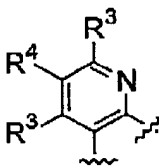
Z is phenyl, naphthyl, quinolinyl, thienyl, thiazolyl, pyridyl, piperidinyl, piperazinyl, pyrrolidinyl, azetidiny, pyrimidinyl, imidazolyl, pyrazolyl, pyrazinyl, pyridizinyl, piperidinyl, oxazolyl, isoxazolyl, thiadiazolyl, triazolyl, oxadiazolyl, pyrrolyl, furanyl, pyrimidinyl, diazenyl, triazenyl, 1, 2, 4-triazolone, 4,5-dihydroimidazolyl, or 1,4,5,6-tetrahydropyrimidinyl, each of which is optionally substituted with one, two or three groups independently selected from C_1 - C_6 alkyl, C_1 - C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, and mono- or di(C_1 - C_6)alkylamino;

 and  independently represent saturated carbon chains optionally substituted with one, two or three substituents independently selected from halogen, cyano, nitro, amino, mono-

or di(C₁-C₆)alkylamino, C₂-C₆ alkenyl, C₂-C₆ alkynyl, C₁-C₆ alkoxy, C₁-C₆ haloalkyl, C₁-C₆ haloalkoxy, C₁-C₆ alkyl, and C₃-C₇ cycloalkyl.

3-8. (Cancelled).

9. (Original) A compound or salt according to Claim 2, wherein the A ring is



10. (Original) A compound or salt according to Claim 9, wherein E is ethylene.

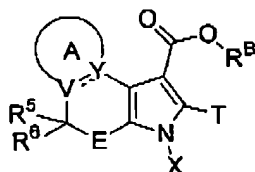
11. (Original) A compound or salt according to Claim 10, wherein
each R³, R⁴, R⁵, and R⁶ are independently selected at each occurrence from hydrogen, halogen, amino, hydroxy, C₁-C₃ alkyl, and C₁-C₃ alkoxy; and
X and T are hydrogen

12. (Original) A compound or salt according to Claim 11, wherein both of the R³ groups are hydrogen or one R³ is methyl and the other is hydrogen or methyl; R⁴ is hydrogen; and R₅ and R₆ are both hydrogen.

13. (Original) A compound or salt according to Claim 11, wherein both of the R³ groups are hydrogen; R⁴ is methyl; and R₅ and R₆ are both hydrogen.

14-60. (Cancelled).

61. (Currently amended) A compound or salt of the formula:



wherein

E represents $(CR^1R^2)_k$, wherein

R^1 and R^2 are the same or different and independently represent hydrogen, C_1 - C_6 alkyl, C_1 - C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, mono- or di- $(C_1$ - C_6)alkylamino, C_2 - C_6 alkenyl, C_2 - C_6 alkynyl, C_1 - C_6 haloalkyl, C_1 - C_6 haloalkoxy, amino $(C_1$ - C_6)alkyl, or mono- or di $(C_1$ - C_6)alkylamino $(C_1$ - C_6)alkyl; and

k is 0, 1, 2, or 3;

the group:



is the A ring and represents a an optionally substituted saturated, partially unsaturated, or aromatic heterocyclic 6-membered ring containing at least one nitrogen, oxygen, or sulfur atom, where the A ring is optionally substituted with up to three groups independently selected from R_{100} ;

wherein $V \text{---} Y$ represents V and Y connected by a single or double bond;

V is carbon, or CH;

Y is carbon or CH;

R^5 and R^6 together form a carbonyl group; or

R^5 and R^6 are independently chosen from hydrogen, halogen, hydroxy, nitro, cyano, R_{10} , amino, C_1 - C_6 haloalkyl, $-NH(R_{10})$, $-N(R_{10})(R_{10})$, $-COOH$, $-O(R_{10})$, $-SO_2NH_2$, $-SO_2NH(R_{10})$,

-SO₂N(R₁₀)(R₁₀), -NHCO(R₁₀), -N(R₁₀)CO(R₁₀), -NHCO₂(R₁₀),
 -N(R₁₀)CO₂(R₁₀), -NHCO₂(R₁₀), -N(R₁₀)SO₂(R₁₀), -SO₂NHCO(R₁₀),
 -SO₂N(R₁₀)CO(R₁₀), -CONHSO₂(R₁₀), -CON(R₁₀)SO₂(R₁₀), -CONH₂,
 -CONH(R₁₀), -CON(R₁₀)(R₁₀), -CO₂(R₁₀), -CO(R₁₀), -SO₀₋₂(R₁₀),
 carbocyclic aryl having from 1 to 3 rings, and heteroaryl,
 said heteroaryl having from 1 to 3 rings, 5 to 7 ring
 members in each ring, and in at least one of said rings
 from 1 to about 3 heteroatoms selected from nitrogen,
 oxygen and sulfur, and where each said carbocyclic aryl or
 heteroaryl is optionally substituted with 1, 2, or 3 groups
 independently selected from C₁-C₆ alkyl, C₁-C₆ alkoxy,
 halogen, hydroxy, cyano, nitro, amino, and mono- or di-(C₁-
 C₆)alkylamino;

R₁₀ is independently straight, branched, or cyclic alkyl,
 containing zero or 1 or more double or triple bonds, and is
 optionally substituted with one or more substituents
 independently chosen from hydroxy, oxo, halogen, amino,
 mono- or di-(C₁-C₆)alkylamino, cyano, nitro, C₁-C₆alkoxy,
 -COOH, -SO₂NH₂, -SO₂NH(C₁-C₆alkyl), -SO₂N(C₁-C₆alkyl)(C₁-
 C₆alkyl), -NHCO(C₁-C₆alkyl), -N(C₁-C₆alkyl)CO(C₁-C₆alkyl),
 NHCO₂(C₁-C₆alkyl), -N(C₁-C₆alkyl)CO₂(C₁-C₆alkyl), -NHSO₂(C₁-
 C₆alkyl), -N(C₁-C₆alkyl)SO₂(C₁-C₆alkyl), -SO₂N(C₁-
 C₆alkyl)CO(C₁-C₆alkyl), -SO₂NHCO(C₁-C₆alkyl), -CON(C₁-
 C₆alkyl)SO₂(C₁-C₆alkyl), -CONHSO₂(C₁-C₆alkyl), -CONH₂,
 -CONH(alkyl), -CON(alkyl)(alkyl), -CO₂(alkyl), -CO(alkyl),
 -SO₀₋₂(C₁-C₆alkyl), and C₃-C₇cycloalkyl;

X is hydrogen, hydroxy, amino, mono- or di-(C₁-C₆)alkylamino, C₁-
 C₆alkyl, or C₁-C₆alkoxy;

T is hydrogen, halogen, hydroxy, amino, mono- or di-(C₁-
 C₆)alkylamino, C₁-C₆alkyl, or C₁-C₆alkoxy; and R^B is chosen
 from hydrogen, methyl, ethyl and benzyl; and

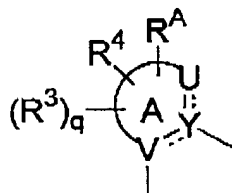
each R^{100} is independently selected from halogen, hydroxy, nitro, cyano, R_{10} , amino, $-NH(R_{10})$, $-N(R_{10})(R_{10})$, $-COOH$, $-O(R_{10})$, $-SO_2NH_2$, $-SO_2NH(R_{10})$, $-SO_2N(R_{10})(R_{10})$, $-NHCO(R_{10})$, $-N(R_{10})CO(R_{10})$, $-NHCO_2(R_{10})$, $-N(R_{10})CO_2(R_{10})$, $-NHSO_2(R_{10})$, $-N(R_{10})SO_2(R_{10})$, $-SO_2NHCO(R_{10})$, $-SO_2N(R_{10})CO(R_{10})$, $-CONHSO_2(R_{10})$, $-CON(R_{10})SO_2(R_{10})$, $-CONH_2$, $-CONH(R_{10})$, $-CON(R_{10})(R_{10})$, $-CO_2(R_{10})$, $-CO(R_{10})$, $-SR_{10}$, $SO(R_{10})$, $-SO_2(R_{10})$, aryl having from 1 to 3 rings, and heteroaryl, said heteroaryl having from 1 to 3 rings, 5 to 7 ring members in each ring, and in at least one of said rings from 1 to about 3 heteroatoms selected from nitrogen, oxygen and sulfur, and where each aryl and heteroaryl is optionally substituted with 1, 2, or 3 groups independently selected from C_1 - C_6 alkyl, C_1 - C_6 alkoxy, halogen, hydroxy, cyano, nitro, amino, and mono- or di(C_1 - C_6)alkylamino.

62. (Currently amended) A compound or salt according to claim 61 wherein

E represents $(CR^1R^2)_k$, wherein R^1 and R^2 are independently chosen at each occurrence from the group consisting of hydrogen, halogen, hydroxy, cyano, nitro, amino, mono- or dialkylamino, $(C_1$ - C_6)alkyl, $(C_2$ - C_6)alkenyl, $(C_2$ - C_6)alkynyl, haloalkyl, mono or di(C_1 - C_6)alkylamino(C_1 - C_6)alkyl, and $(C_1$ - C_6)alkoxy;

k is 0, 1, 2, or 3;

the A ring represents a group of the formula:



which represents a saturated, partially unsaturated, or aromatic heterocyclic ring selected from ~~thienyl,~~ ~~thiazolyl,~~ ~~pyridyl,~~ and ~~pyridonyl,~~ ~~pyrimidinyl,~~ ~~pyrimidinyl,~~ ~~imidazolyl,~~ ~~pyrazolyl,~~ ~~pyrazinyl,~~ ~~pyridiziny,~~ ~~piperidinyl,~~ ~~oxazolyl,~~ ~~isoxazolyl,~~ ~~triazolyl,~~ ~~pyrrolyl,~~ ~~furanyl,~~ ~~diazenyl,~~ ~~triazenyl,~~ ~~1, 2, 4-triazolone,~~ ~~4,5-dihydroimidazolyl,~~ and ~~1,4,5,6-tetrahydropyrimidinyl,~~ where any amino-hydrogen is optionally replaced by R^A where:

U---Y and V---Y represent single, double or aromatic bonds,

U is nitrogen, or NR^A, ~~S,~~ ~~or~~ ~~O~~;

V is carbon or CH;

Y is carbon, or CH;

R^A is selected from (C₁-C₆)alkyl, optionally substituted carbocyclic aryl, and optionally substituted heteroaryl having from 1 to 3 rings, 5 to 8 members in each ring, and in at least 1 of said rings and from 1 to about 3 heteroatoms selected from N, O, and S, where each aryl and heteroaryl is optionally substituted with up to 3 groups independently selected from C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, cyano, nitro, amino, and mono- and di(C₁-C₆)alkylamino;

R³ and R⁴ are substituents on carbon atoms and independently carry the same definitions as R⁵ and R⁶; and

q is 1 or 2;

R⁵ and R⁶ are independently selected from the group consisting of hydrogen, halogen, hydroxy, nitro, cyano, (C₁-C₆)alkyl, amino, C₁-C₆ haloalkyl, -COOH, -SO₂NH₂, -NH((C₁-C₆)alkyl₁), -N((C₁-C₆)alkyl₁)((C₁-C₆)alkyl₁), -O((C₁-

C_6) alkyl₁), $-SO_2N((C_1-C_6)alkyl_1)((C_1-C_6)alkyl_1)$, $-SO_2NH((C_1-C_6)alkyl_1)$, $-NHCO((C_1-C_6)alkyl_1)$, $-N((C_1-C_6)alkyl_1)CO((C_1-C_6)alkyl_1)$, $-NHCO_2((C_1-C_6)alkyl_1)$, $-N((C_1-C_6)alkyl_1)CO_2((C_1-C_6)alkyl_1)$, $-NHCO_2((C_1-C_6)alkyl_1)$, $-N((C_1-C_6)alkyl_1)SO_2((C_1-C_6)alkyl_1)$, $-SO_2NHCO((C_1-C_6)alkyl_1)$, $-CONH_2$, $-SO_2N((C_1-C_6)alkyl_1)CO((C_1-C_6)alkyl_1)$, $-CO_2((C_1-C_6)alkyl_1)$, $-CONHSO_2((C_1-C_6)alkyl_1)$, $-CON((C_1-C_6)alkyl_1)SO_2((C_1-C_6)alkyl_1)$, $-CONH((C_1-C_6)alkyl_1)$, $-CON((C_1-C_6)alkyl_1)((C_1-C_6)alkyl_1)$, $-CO((C_1-C_6)alkyl_1)$, and $-SO_{0-2}((C_1-C_6)alkyl_1)$;

wherein each alkyl₁ group is optionally substituted with up to three substituents independently selected from hydroxy, oxo, halogen, amino, mono- or di-(C₁-C₆) alkylamino, cyano, nitro, C₁-C₆alkoxy, $-SO_2NH((C_1-C_4)alkyl)$, $-NHCO((C_1-C_4)alkyl)$, $-COOH$, $-SO_2N((C_1-C_4)alkyl)((C_1-C_4)alkyl)$, $-SO_2NH_2$, $-CONH_2$, $-N((C_1-C_4)alkyl)CO((C_1-C_4)alkyl)$, $-NHSO_2((C_1-C_4)alkyl)$, $-N((C_1-C_4)alkyl)CO_2((C_1-C_4)alkyl)$, $-CONH((C_1-C_4)alkyl)$, $-NHCO_2((C_1-C_4)alkyl)$, $-CONHSO_2((C_1-C_4)alkyl)$, $-CO((C_1-C_4)alkyl)$, $-N((C_1-C_4)alkyl)SO_2((C_1-C_4)alkyl)$, $-SO_2NHCO((C_1-C_4)alkyl)$, $-SO_2N((C_1-C_4)alkyl)CO((C_1-C_4)alkyl)$, $-CON((C_1-C_4)alkyl)SO_2((C_1-C_4)alkyl)$, $-CON((C_1-C_4)alkyl)((C_1-C_4)alkyl)$, $-CO_2((C_1-C_4)alkyl)$, $-SO_{0-2}((C_1-C_4)alkyl)$, and (C₃-C₇) cycloalkyl;

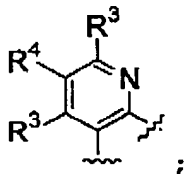
X is hydrogen, hydroxy, amino, mono- or di-(C₁-C₆) alkylamino, (C₁-C₆) alkyl, or (C₁-C₆) alkoxy;

T is hydrogen, halogen, hydroxy, amino, mono- or di-(C₁-C₆) alkylamino, (C₁-C₆) alkyl, or (C₁-C₆) alkoxy; and

R^B is chosen from hydrogen, methyl, ethyl and benzyl.

63-64. (Cancelled).

65. (Original) A compound or salt according to Claim 62 wherein the A ring is



E is -CH₂- or -CH₂CH₂-; and

R³, R⁴, R⁵, and R⁶, are independently hydrogen, halogen, amino, hydroxy, methyl, ethyl, methoxy, or ethoxy.

66. (Original) A compound or salt according to Claim 65, wherein

X and T are hydrogen;

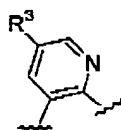
E is ethylene;

R⁴ is hydrogen; and

R⁵ and R⁶ are hydrogen; and

each R³ is halogen, amino, hydroxy, methyl, ethyl, methoxy, or ethoxy, where only one of R³ is other than hydrogen.

67. (Original) A compound or salt according to Claim 62, wherein the A ring is



wherein:

E is ethylene;

R⁵, R⁶, X and T are hydrogen; and

R³ is hydrogen, halogen, amino, hydroxy, methyl, ethyl, methoxy, or ethoxy.

68-82. (Cancelled).

83. (Currently amended) A compound according to any one of claims 1[[,]] or 9, ~~14, 18, 22, 26, 30, or 34~~, where Q is phenyl, pyridyl, pyrimidinyl, triazolyl, thiazolyl, thiadiazolyl, quinolinyl, pyrazolyl, isoxazolyl, pyrazinyl, triazolyl(C₁-C₆)alkyl, pyridazinyl, 2-oxo-3-hydropyridyl, oxazole, oxadiazolyl, benzimidazol-5-yl, each of which is optionally substituted with 1, 2 or 3 groups independently selected from

halogen, C₁-C₆ alkoxy, C₁-C₆ alkyl, C₃-C₇ cycloalkyl, C₃-C₇ cycloalkyl(C₁-C₃)alkyl, C₁-C₆ alkylthio, C₁-C₆ alkylamino, C₃-C₇ cycloalkylamino, C₃-C₇ cycloalkyl(C₁-C₃)alkylamino, C₁-C₆ alkoxycarbonylamino(C₁-C₆)alkyl, C₁-C₆ alkoxycarbonyl((C₁-C₆)alkyl)amino(C₁-C₆)alkyl, C₁-C₆ alkylamino(C₁-C₆)alkoxy, furanyl, (4-benzylpiperidinyl)(C₁-C₆)alkoxy, (4-benzylpiperazinyl)(C₁-C₆)alkoxy, C₁-C₆ alkoxy(C₁-C₆)alkyl, C₁-C₆ alkoxy(C₁-C₆)alkoxy, C₁-C₆ alkoxy(C₁-C₆)alkylamino, morpholinyl(C₁-C₆)alkoxy, trifluoromethyl, C₁-C₆ haloalkoxy, 1,3-dioxolanyl, ethyl-methanesulfonylamino(C₁-C₆)alkoxy, 1,4-dioxepinyl, 1,4-dioxanyl, phenoxy, pyrrolidinyl(C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkoxy, C₁-C₄ alkylamino(C₁-C₄)alkyl, imidazolyl, imidazolyl(C₁-C₆)alkyl, imidazolyl(C₁-C₆)alkoxy, triazolyl(C₁-C₆)alkyl, benzyloxy(C₁-C₆)alkoxy, piperidinyl(C₁-C₆)alkyl, piperazinyl(C₁-C₆)alkyl, morpholinyl(C₁-C₆)alkyl, pyrrolidinyl(C₁-C₆)alkyl, azetidiny(C₁-C₆)alkoxy, azetidiny(C₁-C₆)alkyl, C₁-C₄ alkoxy(C₁-C₄)alkylamino(C₁-C₄)alkyl, C₁-C₆ alkanoyl(C₁-C₆)alkoxy, C₁-C₆ alkoxyphenoxy, phenoxy substituted with halo(C₁-C₆)alkyl, tetrahydrofuranyloxy, oxetanyl(C₁-C₆)alkoxy, oxetanyl(C₁-C₆)alkyl, and 1-benzylimidazolyl(C₁-C₆)alkoxy.

84-87. (Cancelled).

88. (Original) A compound according to claim 1, which is selected from the group consisting of

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-methoxy-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (2-fluoro-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-fluoro-4-methoxy-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-fluoro-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-fluoro-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (4-ethoxy-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid phenylamide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-methoxy-phenyl)-amide;

9-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-ethoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (2-fluoro-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(4-methoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(3-fluoro-4-methoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(4-ethoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
pyridin-2-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(1-methyl-1H-pyrazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(5-methyl-[1,3,4]thiadiazol-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(5-fluoro-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
{4-[2-(ethyl-methanesulfonyl-amino)-ethoxy]-phenyl}-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
[4-(2-ethylamino-ethoxy)-phenyl]-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-
carboxylic acid (4-ethoxy-phenyl)-amide.

89. (Original) A compound according to claim 1, which is
selected from the group consisting of

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-
carboxylic acid pyridin-2-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
pyridin-3-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(3-methyl-[1,2,4]thiadiazol-5-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(3-propyl-[1,2,4]thiadiazol-5-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(6-methyl-pyridin-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(5-chloro-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(6-chloro-pyridin-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(2,4-difluoro-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(4-chloro-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
pyrimidin-2-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
pyridin-4-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
o- tolyl-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(5-bromo-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(5-methyl-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(6-methoxy-pyridin-3-yl)-amide;

Propyl-(2-{5-[(3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carbonyl)-amino]-pyridin-2-yloxy}-ethyl)-carbamic acid tert-butyl ester;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (5-methyl-[1,3,4]thiadiazol-2-yl)-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid (3-fluoro-4-methoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(4-ethoxy-phenyl)-amide;

Ethyl-(2-{4-[(3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-carbonyl)-amino]-phenoxy}-ethyl)-carbamic acid tert-butyl ester.

90. (Original) A compound according to claim 1, which is selected from the group consisting of

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(6-ethyl-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
benzo[1,3]dioxol-5-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(2-chloro-pyridin-4-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(3-methoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(2,5-difluoro-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(6-methyl-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(3-methyl-isoxazol-5-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(2,3-dihydro-benzo[1,4]dioxin-6-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(3-isopropoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(3,4-dihydro-2H-benzo[b][1,4]dioxepin-7-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(4-trifluoromethoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(4-phenoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
pyrazin-2-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(1-ethyl-1H-pyrazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(5-methyl-1H-pyrazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(2,3-dihydro-[1,4]dioxino[2,3-b]pyridin-6-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(5-methyl-[1,3,4]thiadiazol-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
pyridin-3-ylamide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
[6-(3-isopropoxy-propylamino)-pyridin-3-yl]-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(6-methoxy-pyrazin-2-yl)-amide.

91. (Original) A compound according to claim 1, which is
selected from the group consisting of

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(5-methyl-isoxazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(1H-pyrazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(3-fluoro-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
[6-(2-morpholin-4-yl-ethoxy)-pyridin-3-yl]-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(5-bromo-pyridin-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(6-bromo-pyridin-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
[4-(2-ethoxy-ethoxy)-phenyl]-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(3-ethoxy-phenyl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(6-ethoxy-pyridin-2-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
[4-(1-ethyl-azetidin-3-yloxy)-phenyl]-amide;

3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1- carboxylic acid
(5-ethoxy-pyridin-2-yl)-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-
carboxylic acid (5-methoxy-pyridin-2-yl)-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-
carboxylic acid (5-ethoxy-pyridin-2-yl)-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-
carboxylic acid pyridazin-3-ylamide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-
carboxylic acid (3-methyl-isoxazol-5-yl)-amide;

8-Methyl-3,4,5,6-tetrahydro-3,10-diaza-benzo[e]azulene-1-
carboxylic acid (5-methyl-isoxazol-3-yl)-amide;

3,4,5,6-Tetrahydro-3,10-diaza-benzo[e]azulene-1-carboxylic acid
(6-ethylamino-pyridin-3-yl)-amide.

92-98. (Cancelled).

99. (Original) A compound according to claim 83, wherein
E is -CH₂- or -CH₂CH₂-;

R³, R⁴, R⁵, and R⁶, are independently hydrogen, halogen, amino, hydroxy, methyl, ethyl, methoxy, or ethoxy; and X and T are independently hydrogen, methyl, or ethyl.

100. (Cancelled).

101. (Original) A compound according to claim 83, where Q is phenyl, pyridyl, pyrimidinyl, 2-oxo-3-hydropyridyl, , each of which is optionally substituted with 1 or 2 groups independently selected from

halogen, C₁-C₆ alkoxy, C₁-C₆ alkyl, C₃-C₇ cycloalkyl, C₃-C₇ cycloalkyl(C₁-C₃)alkyl, C₁-C₆ alkylthio, C₁-C₆ alkylamino, C₃-C₇ cycloalkylamino, C₃-C₇ cycloalkyl(C₁-C₃)alkylamino, C₁-C₆ alkoxycarbonylamino(C₁-C₆)alkyl, C₁-C₆ alkoxycarbonyl(C₁-C₆)alkyl amino(C₁-C₆)alkyl, C₁-C₆ alkylamino(C₁-C₆)alkoxy, furanyl, (4-benzylpiperidinyl)(C₁-C₆)alkoxy, (4-benzylpiperazinyl)(C₁-C₆)alkoxy, C₁-C₆ alkoxy(C₁-C₆)alkyl, C₁-C₆ alkoxy(C₁-C₆)alkoxy, C₁-C₆ alkoxy(C₁-C₆)alkylamino, morpholinyl(C₁-C₆)alkoxy, trifluoromethyl, C₁-C₆ haloalkoxy, 1,3-dioxolanyl, ethyl-methanesulfonylamino(C₁-C₆)alkoxy, 1,4-dioxepinyl, 1,4-dioxanyl, phenoxy, pyrrolidinyl(C₁-C₆)alkoxy, hydroxy(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkoxy, C₁-C₄ alkylamino(C₁-C₄)alkyl, imidazolyl, imidazolyl(C₁-C₆)alkyl, imidazolyl(C₁-C₆)alkoxy, triazolyl(C₁-C₆)alkyl, benzyloxy(C₁-C₆)alkoxy, piperidinyl(C₁-C₆)alkyl, piperazinyl(C₁-C₆)alkyl, morpholinyl(C₁-C₆)alkyl, pyrrolidinyl(C₁-C₆)alkyl, azetidiny(C₁-C₆)alkoxy, azetidiny(C₁-C₆)alkyl, C₁-C₄ alkoxy(C₁-C₄)alkylamino(C₁-C₄)alkyl, C₁-C₆ alkanoyl(C₁-C₆)alkoxy, C₁-C₆ alkoxyphenoxy, phenoxy substituted with halo(C₁-C₆)alkyl, tetrahydrofuranyloxy, oxetanyl(C₁-C₆)alkoxy, oxetanyl(C₁-C₆)alkyl, and 1-benzylimidazolyl(C₁-C₆)alkoxy.

102-105. (Cancelled).

106. (Original) A pharmaceutical composition comprising a compound or salt according to claim 1 combined with at least one pharmaceutically acceptable carrier or excipient.

107-119. (Canceled)

120. (currently amended) A package comprising a pharmaceutical composition of claim ~~107~~ 106 in a container and further comprising indicia comprising at least one of:

instructions for using the composition to treat a patient suffering from an anxiety disorder, or

instructions for using the composition to treat a patient suffering from depression, or

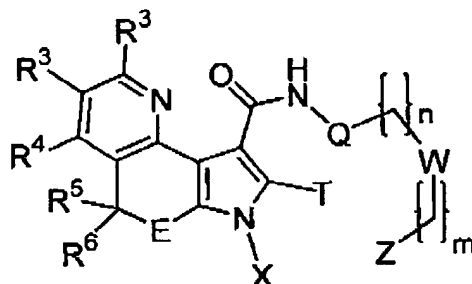
instructions for using the composition to treat a patient suffering from a sleeping disorder.

121. (currently amended) A package comprising a pharmaceutical composition of claim ~~107~~ 106 in a container and further comprising indicia comprising at least one of: instructions for using the composition to treat a patient suffering from Alzheimer's dementia or instructions for using the composition to enhance cognition in a patient.

122-123. (Cancelled).

124. (Previously presented) A compound according to claim 1 wherein the b ring is a 7-membered ring.

125. (New) A compound according to claim 1, of the formula:



or a pharmaceutically acceptable salt thereof, wherein

R^3 and R^4 are independently chosen from hydrogen, aryl, heteroaryl, halogen, hydroxy, nitro, cyano, C_{1-6} alkyl₁, amino, $-COOH$, $-O(C_{1-6}alkyl_1)$, $-NH(C_{1-6}alkyl_1)$, $-N(C_{1-6}alkyl_1)(C_{1-6}alkyl_1)$, $-SO_2NH_2$, $-SO_2NH(C_{1-6}alkyl_1)$, $-SO_2N(C_{1-6}alkyl_1)(C_{1-6}alkyl_1)$, $-N(C_{1-6}alkyl_1)CO(C_{1-6}alkyl_1)$, $N(C_{1-6}alkyl_1)CO_2(C_{1-6}alkyl_1)$, $-NHSO_2(C_{1-6}alkyl_1)$, $-N(C_{1-6}alkyl_1)SO_2(C_{1-6}alkyl_1)$, $-SO_2NHCO(C_{1-6}alkyl_1)$, $-CONHSO_2(C_{1-6}alkyl_1)$, $-CONH(C_{1-6}alkyl_1)$, $-CON(C_{1-6}alkyl_1)(C_{1-6}alkyl_1)$, $-CO_2(C_{1-6}alkyl_1)$, $-CO(C_{1-6}alkyl_1)$ and $-SO_{0-2}(C_{1-6}alkyl_1)$,

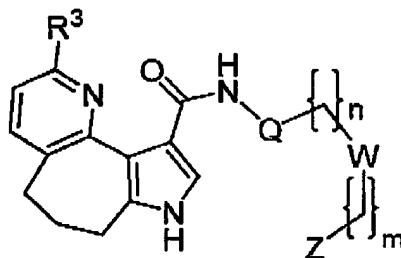
wherein $C_{1-6}alkyl_1$ is independently chosen at each occurrence and is straight branched or cyclic, may contain one or two double or triple bonds, and is unsubstituted or substituted with one or more substituents selected from: hydroxy, oxo, halogen, amino, cyano, nitro, alkoxy, carbocyclic or heterocyclic group, $-COOH$, $-SO_2NH_2$, $-SO_2NH(C_{1-4}alkyl)$, $-SO_2N(C_{1-4}alkyl)(C_{1-4}alkyl)$, $-N(C_{1-4}alkyl)CO(C_{1-4}alkyl)$, $N(C_{1-4}alkyl)CO_2(C_{1-4}alkyl)$, $-NHSO_2(alkyl)$, $-N(C_{1-4}alkyl)SO_2(C_{1-4}alkyl)$, $-SO_2NHCO(C_{1-4}alkyl)$, $-CONHSO_2(C_{1-4}alkyl)$, $-CONH(C_{1-4}alkyl)$, $-CON(C_{1-4}alkyl)(C_{1-4}alkyl)$, $-CO_2(C_{1-4}alkyl)$, $-CO(C_{1-4}alkyl)$, and $-SO_{0-2}(C_{1-4}alkyl)$,

and wherein the definition of the variable R^3 at the 2- position of the pyridyl ring is independent of its definition at the 3- position.

126. (new) A compound according to claim 125 wherein E is $-(CR^1CR^2)_k-$; k is 2 and R^1 and R^2 are hydrogen.

127. (new) A compound according to claim 125 wherein E is $-(CR^1CR^2)_k-$; k is 2; R^1 and R^2 are hydrogen; R^3 , R^4 , R^5 , and R^6 are independently chosen at each occurrence from hydrogen, halogen, amino, hydroxy, methyl, ethyl, methoxy, and ethoxy; and X and T are both hydrogen.

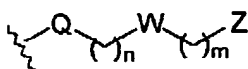
128. (new) A compound according to claim 125, of the formula:



wherein each R^3 is hydrogen or methyl.

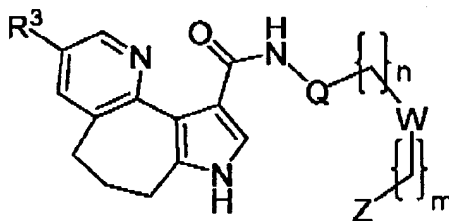
129. (new) A compound according to claim 128, wherein $\text{---}Q\text{---}()_n\text{---}W\text{---}()_m\text{---}Z$ represents phenyl or pyridyl optionally substituted with R_p where R_p is C_1 - C_6 alkyl, C_1 - C_6 alkoxy, halogen, hydroxy, halo(C_1 - C_6)alkyl, hydroxy(C_1 - C_6)alkyl, amino, or amino(C_1 - C_6)alkyl.

130. (new) A compound according to claim 128 wherein



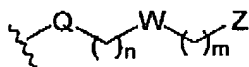
represents phenyl or 2- or 3-pyridyl each of which is optionally substituted with C₁-C₆ alkyl, or more preferably unsubstituted or substituted with methyl or ethyl.

131. (new) A compound according to claim 125, of formula:



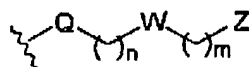
wherein each R³ is hydrogen or methyl.

132. (new) A compound according to claim 131, wherein



represents phenyl or pyridyl optionally substituted with R_p where R_p is C₁-C₆ alkyl, C₁-C₆ alkoxy, halogen, hydroxy, halo(C₁-C₆)alkyl, hydroxy(C₁-C₆)alkyl, amino, or amino(C₁-C₆)alkyl.

133. (new) A compound according to claim 131 wherein



represents phenyl or 2- or 3-pyridyl each of which is optionally substituted with C₁-C₆ alkyl, or more preferably unsubstituted or substituted with methyl or ethyl.